

Grove Gary A
 Form 4/A
 December 21, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Grove Gary A

(Last) (First) (Middle)
 410 17TH STREET, SUITE 1500
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

3. Date of Earliest Transaction (Month/Day/Year)

12/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

12/19/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP Engineering & Planning

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock <u>(1)</u> <u>(2)</u>	12/20/2011		A		87,566	A	
					\$ <u>0</u> <u>(3)</u>		
					223,519 <u>(4)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grove Gary A 410 17TH STREET SUITE 1500 DENVER, CO 80202	X		Exec VP Engineering & Planning	

Signatures

Chris Humber as
Attorney-in-Fact

12/19/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amendment is filed to correct the Form 4 filed on December 19, 2011 that erroneously reported the purchase of 1,000 shares of common stock on December 15, 2011 by Mr. Grove. Mr. Grove did not acquire any shares on that date.
- (2) Pursuant to the second amended and restated certificate of incorporation of the company, immediately prior to the December 20, 2011 closing of the company's initial public offering of common stock (the "Closing") and after the conversion of the Class B common stock as described in note (3), all of the shares of Class A common stock of the company were reclassified as common stock all of one class.
- (3) Shares resulting from the conversion of 2,000 shares of Class B common stock immediately prior to the Closing. Such shares are issued as restricted stock subject to a three-year vesting schedule with 1/3 of the shares vesting on each anniversary of the Closing.
- (4) Includes (i) 135,953 shares of common stock and (ii) 87,566 shares of common stock subject to the restrictions set forth in note (3).

Remarks:

Exhibit List: Exhibit 24 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.